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OF COUNSEL
URBAN A. LESTER

June 23, 1999

RECORDATION NO. **22180-E** FILED

JUN 23 '99 11-10AM

Q. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. **22180-F** FILED

JUN 23 '99 2-10PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Restated Lease Supplement and a Memorandum of Trust Indenture and Security Agreement Supplement No. 2, both dated as of June 23, 1999, and both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Leasing Agreement and Security Agreement which were previously filed with the Board under Recordation Number 22180.

The names and addresses of the parties to the enclosed documents are:

Indenture Supplement No. 2

Owner Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

*Note: For Ind. Suppl. #1
see 22079-H*

Mr. Vernon A. Williams
June 23, 1999
Page 2

Restated Lease Supplement

Lessor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Alabama Power Company
600 North 18th Street
Birmingham, Alabama 35203

A description of the railroad equipment covered by the enclosed documents is:

set forth on Schedule I attached hereto

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SCHEDULE I

Equipment Costs

JHMX 991441 - 991500	60
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JHMX 99841 - 991200	360
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JHMX 991501 - 991560	60
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JHMX 991201 - 991320	<u>120</u>
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600 cars

TOTAL COSTS	<u>\$38,906,388.00</u>
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MEMORANDUM OF TRUST INDENTURE AND
SECURITY AGREEMENT SUPPLEMENT NO. 2

RECORDATION NO.

22180-F
FILED

JUN 23 '99

2-10PM

Memorandum of Trust Indenture and Security Agreement Supplement No. 2, made and entered into as of June 23, 1999 by and between First Security Bank, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement, dated as of April 28, 1999, (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

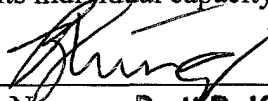
2. A memorandum of said Trust Indenture and Security Agreement has been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that Trust Indenture and Security Agreement Supplement No. 2 dated June 23, 1999 relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railcars bearing reporting marks and road numbers as listed on Schedule I attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture and Security Agreement Supplement No. 2 to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Owner Trustee

By



Name: **Brett R. King**

Title: **Assistant Vice President**

WILMINGTON TRUST COMPANY, Indenture Trustee

By

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture and Security Agreement Supplement No. 2 to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Owner Trustee

By _____

Name:

Title:

WILMINGTON TRUST COMPANY, Indenture Trustee

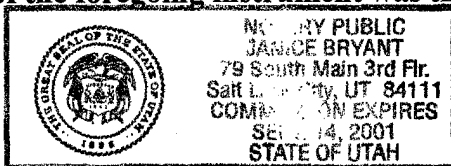
By  _____

Name: **DAVID A. VANASKEY, JR.**

Title: Vice President

State of UTAH)
)
County of SALT LAKE) SS:

On this 21 day of June, 1999, before me personally appeared BRETT R. KING, to me personally known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of FIRST SECURITY BANK, N.A. and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary

(Notarial Seal)

My Commission expires:

State of _____)
)
County of _____) SS:

On this ____ day of June, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a _____ of _____ and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary

(Notarial Seal)

My Commission expires:

State of Delaware)
)
County of New Castle) SS:

On this 21 day of June, 1999, before me personally appeared DAVID A. VANASKEY, to me personally known, who being by me duly sworn, says that (s)he is a Vice President of Wilmington Trust Co. and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah L. George
Notary

(Notarial Seal)

My Commission expires:
DEBORAH L. GEORGE
NOTARY PUBLIC
My Commission Expires November 21, 1999

State of)
)
County of) SS:

On this ____ day of June, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a _____ of _____ and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary

(Notarial Seal)

My Commission expires:

SCHEDULE I

Equipment Costs

JHMX 991441 - 991500	60
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JHMX 99841 - 991200	360
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JHMX 991501 - 991560	60
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